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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND CONSOLIDATED ELECTRICAL DISTRIBUTORS, INC.
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 16801

(CONSOLIDATED ELECTRICAL DISTRIBUTORS, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Consolidated Electrical Distributors, Inc. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Consolidated Electrical Distributors, Inc. Disallowing And Expunging Proof Of Claim Number 16801 (Consolidated Electrical Distributors, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on February 1, 2008, the Claimant filed proof of claim number 16801 against Delphi, which asserts a secured claim in the amount of \$10,869.99 stemming from obligations under various contracts (the "Claim").

WHEREAS, pursuant to an agreement between the Debtors and the Claimant, the amounts asserted in the Claim were setoff against other obligations owed by the Claimant to the Debtors and on January 28, 2008, the Claimant remitted a check to the Debtors in the amount of \$11,531.81 representing the net amount owed to the Debtors after the setoff of the amounts asserted in the Claim.

WHEREAS, on August 21, 2009, the Debtors objected to the Claim pursuant to the Debtors' Thirty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge (A) Books and Records Claim, (B) Certain Salaried Pension and OPEB Claims, (C) Certain Wage And Benefit Claims, And (D) Certain Individual Workers'

Compensation Books and Records Claims and (II) Modify and Allow Certain Claims ("Thirty-Fifth Omnibus Claims Objection") (Docket No. 18826) (the "Thirty-Fifth Omnibus Claims Objection").

WHEREAS, on September 17, 2009, the Claimant filed its Response To Thirty-Fifth Omnibus Claims Objection (Docket No. 18910) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Thirty-Fifth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be disallowed and expunged in its entirety because the Claim has been satisfied in full by setoff.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 30th day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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